

EXHIBIT D

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEW JERSEY
CIVIL NO. 97-3496 (DRD)

WALSH SECURITIES,
INC.,

Plaintiff,

v.

CRISTO PROPERTY
MANAGEMENT, LTD., a/k/a
G.J.L. LIMITED; DEK
HOMES OF NEW JERSEY,
INC.; OAKWOOD
PROPERTIES, INC.;
NATIONAL HOME FUNDING,
INC.; CAPITAL ASSETS
PROPERTY MANAGEMENT &
INVESTMENT CO., INC.;
CAPITAL ASSETS
PROPERTY MANAGEMENT,
L.L.C.; WILLIAM KANE;
GARY GRIESER; ROBERT
SKOWRENSKI, II;
RICHARD CALANNI;
RICHARD DI BENEDETTO;
JAMES R. BROWN; THOMAS
BRODO; ROLAND PIERSON;
STANLEY YACKER, ESQ.;
MICHAEL ALFIERI, ESQ.;
RICHARD PEPSNY, ESQ.;
ANTHONY M. CICALESE,
ESQ.; LAWRENCE CUZZI;
ANTHONY D'APOLITO; DAP
CONSULTING, INC.;
COMMONWEALTH LAND
TITLE INSURANCE CO.;
NATIONS TITLE
INSURANCE OF NEW YORK,
INC.;

COPY

CONTINUED
DEPOSITION UPON
ORAL EXAMINATION
OF
ROBERT C. WALSH

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| 263 | <p>1 FIDELITY NATIONAL</p> <p>2 TITLE INSURANCE CO. OF</p> <p>3 NEW JERSEY; COASTAL</p> <p>4 TITLE AGENCY; DONNA</p> <p>5 PEPSNY; WEICHERT</p> <p>6 REALTORS and VECCHIO</p> <p>7 REALTY, INC. D/b/a</p> <p>8 MURPHY REALTY BETTER</p> <p>9 HOMES AND GARDENS,</p> <p>10</p> <p>11 Defendants.</p> <p>12</p> <p>13</p> <p>14</p> <p>15</p> <p>16</p> <p>17</p> <p>18</p> <p>19</p> <p>20</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p> <p>25</p> | 265 | <p>1 INDEX</p> <p>2</p> <p>3</p> <p>4 WITNESS PAGE</p> <p>5 ROBERT C. WALSH</p> <p>6 Cross-Examination by Mr. Hayes 266</p> <p>7 EXHIBITS DESCRIPTION FOR IDENT.</p> <p>8</p> <p>9 Robert Closing Instructions 373</p> <p>10 Walsh-7</p> <p>11 Robert Closing service letter 373</p> <p>12 Walsh-8</p> <p>13 Robert Letter via e-mail and 409</p> <p>14 Walsh-9 regular mail dated</p> <p>15 March 5, 2010</p> <p>16 Robert Letter via e-mail and 409</p> <p>17 Walsh-10 regular mail dated</p> <p>18 April 6, 2010</p> <p>19 Robert Uniform settlement 420</p> <p>20 Walsh-11 statement</p> <p>21 Robert Secondary mortgage loan 421</p> <p>22 Walsh-12</p> <p>23 Robert Wholesale mortgage 421</p> <p>24 Walsh-13 commitment</p> <p>25 Robert Contract for sale of real 433</p> <p>estate</p> <p>Robert Document entitled, 433</p> <p>Walsh-15 "Fidelity National Title"</p> <p>Robert Review checklist 440</p> <p>Walsh-16</p> <p>Robert HUD 1, Uniform Settlement 440</p> <p>20 Walsh-17 Statement</p> <p>Robert HUD 1 review form 448</p> <p>21 Walsh-18</p> <p>Robert Uniform underwritten 448</p> <p>22 Walsh-19 transmittal summary form</p> <p>Robert Wholesale mortgage 453</p> <p>23 Walsh-20 commitment</p> <p>Robert WSI common stock 476</p> <p>24 Walsh-21 ownership, SEC filing</p> <p>25</p> |
| 264 | <p>1 APPEARANCES:</p> <p>2 STONE & MANGANINI</p> <p>3 150 John F. Kennedy Parkway</p> <p>4 Short Hills, New Jersey 07078</p> <p>5 BY: DAVID STONE, ESQ.,</p> <p>6 AMY WALKER WAGNER, ESQ.,</p> <p>7 for the Plaintiff</p> <p>8</p> <p>9 MC CARTER & ENGLISH, LLP</p> <p>10 Four Gateway Center</p> <p>11 100 Mulberry Street</p> <p>12 Newark, New Jersey 07102-0652</p> <p>13 BY: DAVID R. KOTT, ESQ.,</p> <p>14 for Defendant/Third-Party Plaintiff Commonwealth Land</p> <p>15 Title Insurance Company</p> <p>16</p> <p>17 EDX, ROTHSCHILD, O'BRIEN & FRANKEL</p> <p>18 997 Lenox Drive</p> <p>19 Lawrenceville, New Jersey 08648</p> <p>20 BY: EDWARD J. HAYES, ESQ.,</p> <p>21 for Defendants Nations Title Insurance and</p> <p>22 Fidelity National Title Insurance</p> <p>23 METHFESSEL & WERBEL</p> <p>24 1 Ethel Road</p> <p>25 Suite 300</p> <p>Edison, New Jersey 08818</p> <p>BY: MARTIN R. MC GOWAN, ESQ.,</p> <p>for Coastal Title Agency</p> | 266 | <p>1 ROBERT C. WALSH, having been previously</p> <p>2 sworn, testifies as follows:</p> <p>3 CROSS-EXAMINATION (CONTINUING)</p> <p>4 BY MR. HAYES:</p> <p>5 Q Good morning, Mr. Walsh.</p> <p>6 A Good morning.</p> <p>7 Q You recall you were sworn at the last</p> <p>8 deposition and that oath continues this morning?</p> <p>9 A I do.</p> <p>10 Q At the last deposition, Mr. Walsh, you</p> <p>11 indicated that there were any number of things that</p> <p>12 you were going to do in response to questions-between</p> <p>13 that deposition and before this morning.</p> <p>14 Do you recall that?</p> <p>15 A I do.</p> <p>16 Q Did you take steps to try to answer some</p> <p>17 of the questions that you could not answer at the</p> <p>18 last deposition?</p> <p>19 A I did.</p> <p>20 Q Can you tell me what you did between the</p> <p>21 last deposition and today to further prepare for</p> <p>22 today's deposition other than speaking with your</p> <p>23 attorneys?</p> <p>24 MR. STONE: You can answer that</p> <p>25 question, other than conversations with counsel.</p> |

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Walsh - cross

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| <p>339</p> <p>1 Q So my question to you is, who is making</p> <p>2 the decision at Walsh? I'm not asking for an</p> <p>3 individual person, but I'm trying to figure out what</p> <p>4 department we are in at this point in time, that we</p> <p>5 are now comfortable funding this loan.</p> <p>6 A The closing department.</p> <p>7 Q And that is done after the closing,</p> <p>8 correct?</p> <p>9 A Correct.</p> <p>10 Q So that the closing department has the</p> <p>11 opportunity to satisfy itself that Walsh is protected</p> <p>12 before it lets its money out the door, correct?</p> <p>13 A Correct.</p> <p>14 Q You would not expect to see any file</p> <p>15 funded where the closing department hadn't confirmed</p> <p>16 that it had a signed closing protection letter, it</p> <p>17 had an executed HUD 1, and it had a completed</p> <p>18 appraisal, correct?</p> <p>19 A Some of those documents -- again, things</p> <p>20 happen on an exception basis.</p> <p>21 Q I'm talking about what you would expect</p> <p>22 to find in a properly handled file.</p> <p>23 A Correct.</p> <p>24 Q All of those things I mentioned,</p> <p>25 correct?</p> | <p>341</p> <p>1 A Yes.</p> <p>2 Q What is it the post closing department</p> <p>3 does at Walsh?</p> <p>4 A Follows up on documents, making sure</p> <p>5 documents are sent to the investor, if there was an</p> <p>6 investor, or the trustee in case of a security.</p> <p>7 Q And the post closer would be responsible</p> <p>8 for putting the file in a position where the</p> <p>9 potential investor could review it and make a</p> <p>10 decision about buying the paper, correct?</p> <p>11 A That would be one of their functions,</p> <p>12 correct.</p> <p>13 Q And was there a general time period when</p> <p>14 Walsh wanted the loan out the door?</p> <p>15 A Can you be more specific?</p> <p>16 Q Sure.</p> <p>17 Walsh didn't hold loans, correct? It</p> <p>18 sold them in the secondary market?</p> <p>19 A That's correct.</p> <p>20 Q Was there a time period within which</p> <p>21 Walsh would have liked to dispose of its loans?</p> <p>22 A There was periods of time that we held</p> <p>23 loans longer because we were forming securities,</p> <p>24 whereas in loans we wanted them out quickly.</p> <p>25 Q In a perfect world, other than</p> |
| <p>340</p> <p>1 A With the exception that from time to</p> <p>2 time there may have been an exception.</p> <p>3 Q Can you think of any reason at all,</p> <p>4 Mr. Walsh, where Walsh Securities would have made an</p> <p>5 exception for not having a closing protection letter</p> <p>6 in the file?</p> <p>7 A Right now, no.</p> <p>8 Q Would there be someone who would know</p> <p>9 that at Walsh besides you?</p> <p>10 A Possibly Fred Schlesinger.</p> <p>11 Q Can you think of anyone -- I'm sorry,</p> <p>12 strike that.</p> <p>13 Can you think of any exception that</p> <p>14 Walsh would make to not having a completed executed</p> <p>15 HUD 1 prior to disbursing?</p> <p>16 A I do not know the answer to that.</p> <p>17 Q Is there anyone that you believe would?</p> <p>18 A Fred Schlesinger.</p> <p>19 Q Is there anything more the closer</p> <p>20 handles after authorizing the wire of the money and</p> <p>21 collecting the documents back from the closing? Or</p> <p>22 is that the end of their function?</p> <p>23 A I believe that's the end.</p> <p>24 Q And does that then kick in the post</p> <p>25 closing department?</p> | <p>342</p> <p>1 securities, you would have a loan out the door the</p> <p>2 day you funded it?</p> <p>3 A In a perfect world, yes.</p> <p>4 Q In order to sell a loan in the secondary</p> <p>5 market, did you have to have a title policy in hand?</p> <p>6 A I do not believe so, no.</p> <p>7 Q Did you have to have a marked-up</p> <p>8 commitment?</p> <p>9 A I don't know the answer to that.</p> <p>10 Q Did you have to have an executed HUD 1?</p> <p>11 A To my knowledge, yes.</p> <p>12 Q Did there have to be an appraisal in the</p> <p>13 file?</p> <p>14 A Yes.</p> <p>15 Q And once the loan is out the door,</p> <p>16 Mr. Walsh, your involvement is completed, correct?</p> <p>17 A No.</p> <p>18 Q What do you do after it goes out the</p> <p>19 door, the company?</p> <p>20 A Follow up on trailing documents.</p> <p>21 Q Walsh was not a servicer, correct?</p> <p>22 A That is correct.</p> <p>23 Q Some companies such as yours would</p> <p>24 service loans afterwards, and that was another</p> <p>25 mechanism by which they could make additional money</p> |

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